



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) August 8, 2006

**Martin Marietta Materials, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**North Carolina**

(State or Other Jurisdiction of Incorporation)

**1-12744**

(Commission File Number)

**56-1848578**

(IRS Employer Identification No.)

**2710 Wycliff Road, Raleigh, North Carolina**

(Address of Principal Executive Offices)

**27607**

(Zip Code)

**(919) 781-4550**

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

The Board of Directors of Martin Marietta Materials, Inc. (the "Corporation") announced its appointment of C. Howard Nye as President and Chief Operating Officer of the Corporation effective as of August 21, 2006.

Consistent with its arrangements with the Corporation's other executive officers, the Corporation entered into an Employment Protection Agreement with Mr. Nye that provides certain protections to its executives in the event there is a change of control of the Corporation. Specifically, the agreement provides for specified severance payments and benefits in the event the executive's employment is terminated under certain circumstances within the two-year period following a change in control or during the 30-day period following the second anniversary of the change in control. For further information on the terms of these agreements with Mr. Nye and other Corporation executives, reference is made to the information under the heading "Employment Protection Agreements" on page 36 of the Corporation's Notice of 2006 Annual Meeting of Shareholders and Proxy Statement and to Exhibit 10.05 to the Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2003.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 99.1 Press Release dated August 10, 2006.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MARTIN MARIETTA MATERIALS, INC.  
(Registrant)

Date: August 10, 2006

By: \_\_\_\_\_ /s/ Anne H. Lloyd  
Anne H. Lloyd  
Senior Vice President and Chief Executive Officer



**FOR IMMEDIATE RELEASE**

Contact: *Anne Lloyd*  
*Senior Vice President, Chief Financial Officer*  
*and Treasurer*  
*(919) 783-4660*  
*www.martinmarietta.com*

**MARTIN MARIETTA MATERIALS  
ELECTS PRESIDENT AND CHIEF OPERATING OFFICER**

RALEIGH, North Carolina (August 10, 2006) — The Board of Directors of Martin Marietta Materials (NYSE:MLM) today announced the election of C. Howard Nye (43) as President and Chief Operating Officer of the Company. Mr. Nye, who previously was Executive Vice President, Hanson Aggregates North America for the past three years, will report to Chairman and CEO, Stephen P. Zelnak, Jr., and will have responsibility for the Company's operating units and operations services functions.

Mr. Nye has 13 years of experience in the aggregates industry. Prior to his most recent position, he was President of Hanson Aggregates East from 2000 to 2003 with operating responsibility for over 150 facilities in 12 states with annual revenue of more than \$500 million. From 1997 to 2000, Mr. Nye was Vice President Business Development for Hanson Building Materials America. He began his career in the aggregates industry as General Counsel for Hanson Aggregates East with additional responsibility for environmental and safety and health.

Mr. Nye is a 1984 graduate of Duke University and was awarded his J.D. degree from Wake Forest University in 1987. He is actively involved as a Director and a member of several key committees of the National Stone, Sand and Gravel Association.

Commenting on the selection of Mr. Nye, Stephen Zelnak stated: "We are pleased to have Ward Nye join Martin Marietta Materials as President and Chief Operating Officer. He brings a breadth of experience and a long-term, successful track record in the aggregates business. The addition of Mr. Nye in this key role will strengthen an already excellent management team and will enable the Company to effectively pursue its growth and performance objectives."

Martin Marietta is the nation's second largest producer of construction aggregates, a leading producer of magnesia-based chemical products and is developing structural composites products for use in a wide variety of industries.

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